

Attachment A
Designated Contact Persons

PT-1 Counsel Inc.

Designated contact persons for:

a. issues related to processing this application:

name: Lance J.M. Steinhart
title: Regulatory Counsel
mailing address: 6455 East Johns Crossing, Suite 285
Duluth, Georgia 30097
telephone number: 770-232-9200
facsimile number: 770-232-9208
e-mail address: lsteinhart@telecomcounsel.com

b. consumer issues

name: Doreen Wilburn
title: Customer Service Manager
mailing address: 280 Park Ave., West Bldg., 28th Floor
New York, New York 10017
telephone number: (212) 286-5000
facsimile number: (212) 867-3226
e-mail address: ptlcs@pt-1.com

c. customer complaint resolution

name: Doreen Wilburn
title: Customer Service Manager
mailing address: 280 Park Ave., West Bldg., 28th Floor
New York, New York 10017
telephone number: (212) 286-5000
facsimile number: (212) 867-3226
e-mail address: ptlcs@pt-1.com

d. technical and service quality issues

name: Gary Wasserson
title: President
mailing address: 280 Park Ave., West Bldg., 28th Floor
New York, New York 10017
telephone number: (212) 286-5000
facsimile number: (212) 867-3226
e-mail address: pt1corp@pt-1.com

e. "tariff" and pricing issues

name: Gary Wasserson
title: President
mailing address: 280 Park Ave., West Bldg., 28th Floor
New York, New York 10017
telephone number: (212) 286-5000
facsimile number: (212) 867-3226
e-mail address: pt1corp@pt-1.com

f. 9-1-1 issues

name: Gary Wasserson
title: President
mailing address: 280 Park Ave., West Bldg., 28th Floor
New York, New York 10017
telephone number: (212) 286-5000
facsimile number: (212) 867-3226
e-mail address: pt1corp@pt-1.com

g. Security/law enforcement

name: Gary Wasserson
title: President
mailing address: 280 Park Ave., West Bldg., 28th Floor
New York, New York 10017
telephone number: (212) 286-5000
facsimile number: (212) 867-3226
e-mail address: pt1corp@pt-1.com

Attachment B - Certificate of Incorporation and Certificate of Authority

See Attached

State of Illinois

Office of The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS IN THIS STATE OF

PT-1 COUNSEL INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAS BEEN FILED
IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS
CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be
affixed the Great Seal of the State of Illinois,

at the City of Springfield, this 15TH
day of JUNE A.D. 2000 and of
the Independence of the United States the two
hundred and 24TH



Jesse White

Secretary of State

FROM

(TUE) 5.30'00 14:36/ST. 14:34/NO. 4863796547 P 5

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF INCORPORATION OF "PT-1 COUNSEL INC.",
FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF MAY, A.D. 2000,
AT 4 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel, Secretary of State

3234808 8100

001268588

AUTHENTICATION: 0462861

DATE: 05-26-00

FROM

(TUE) 5.30' 00 14:36/ST. 14:34/NO. 4863796547 P 6

**CERTIFICATE OF INCORPORATION
OF
PT-1 COUNSEL INC.**

1) The name of the corporation is PT-1 Counsel Inc. (the "Corporation").

2) The address of the registered office of the Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of the registered agent of the Corporation at such address is The Corporation Trust Company.

3) The purposes for which the Corporation is formed are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

4) The aggregate number of shares which the Corporation shall have authority to issue shall be 1,000 shares of Common Stock, par value \$.001 per share.

5) The name and mailing of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Daniel Y. Gielchinsky	Wollmuth Maher & Deutsch 500 Fifth Avenue Suite 1200 New York, New York 10110

6) No director shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing, a director shall be liable to the extent provided by applicable law, (i) for breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

7) From time to time any of the provisions of this Certificate of Incorporation may be amended, altered, or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the Corporation by this Certificate of Incorporation are granted subject to the provisions of this Article Seven.

FROM

(TUE) 5.30'00 14:36/ST. 14:34/NO. 4863796547 P 7

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IN WITNESS WHEREOF, the undersigned being the incorporator hereinbefore named executes, signs and acknowledges this Certificate of Incorporation, this 25th day of May, 2000 and affirms the statements contained herein as true under penalty of perjury.



Name: Daniel Y. Ginchinsky
Sole Incorporator